

NEAL GERBER EISENBERG & LURIE

208 SOUTH LA SALLE STREET

CHICAGO, ILLINOIS 60604

(312) 269-8000

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-4 5 PM

EARL N. MELAMED
(312) 269-8012

February 12, 1988

RECORDATION NO. 7656-1425 FILED 1425 TELECOPIER
(312) 269-1747

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-4 5 PM

No.

8-048A043

FEB 17 1988

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7656-1425 FILED 1425

Date

Fee \$ 20.00

ICC W. Washington, D. C.

Dear Sir:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Second Supplemental Deed of Trust and Mortgage (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Deed of Trust and Mortgage dated as of September 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Deed of Trust and Mortgage of railroad cars, more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad cars in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Deed of Trust and Mortgage.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Deed of Trust and Mortgage, dated as of September 15, 1974, which was recorded with your office and assigned recordation number 7656. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

Earl N. Melamed
Earl N. Melamed

ENM/cf
Enclosures

BILL OF SALE

FEB 17 1988 2-4 5 PM

RECORDATION NO. 7656-8 Filed 1425

THE FIRST NATIONAL BANK OF CHICAGO

as Trustee under Equipment Trust Agreement

Dated as of September 15, 1974 (Series C-1)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of September 15, 1974 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.02 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

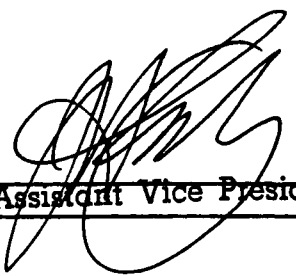
IN WITNESS WHEREOF, THE BANK, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 12th day of August, 1987.

THE FIRST NATIONAL BANK
OF CHICAGO

By Jaye Wright
TRUST OFFICER

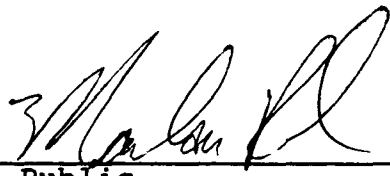
(CORPORATE SEAL)

ATTEST:


Its Assistant Vice President

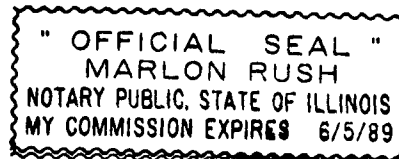
STATE OF IL.)
) SS
COUNTY OF COOK)

On this 12TH day of AUGUST, 1987, before
me, a Notary Public in and for said County, personally appeared
FAYE WRIGHT and J. G. FINLEY to me
personally known, who being by me duly sworn did say that they
are respectively TRUST OFFICER and
ASSISTANT VICE PRESIDENT of The First National Bank of
Chicago, that the seal affixed to the foregoing instrument is the
corporate seal of said Bank, that said instrument was signed and
sealed on behalf of said Bank by prior authority and said persons
acknowledge that the execution of the foregoing instrument was
the free act and deed of said Bank.



Notary Public

My Commission Expires:



PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 05/19/87
PAGE NO : 1

CERTIFICATE TRUST SERIES: P100

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
85	COVE	4,700	UNPX121100-UNPX121103,UNPX121105-UNPX121107, UNPX121109,UNPX121113-UNPX121115,UNPX121118, UNPX121121,UNPX121125,UNPX121127-UNPX121136, UNPX121139-UNPX121141,UNPX121145,UNPX121147- UNPX121151,UNPX121159-UNPX121165,UNPX121167- UNPX121168,UNPX121170-UNPX121171,UNPX121175, UNPX121177-UNPX121181,UNPX121185-UNPX121187, UNPX121190-UNPX121193,UNPX121195,UNPX121197- UNPX121198,UNPX121200,UNPX121202,UNPX121205- UNPX121206,UNPX121210,UNPX121212,UNPX121214- UNPX121215,UNPX121217,UNPX121219-UNPX121220, UNPX121225-UNPX121226,UNPX121228,UNPX121230- UNPX121231,UNPX121233,UNPX121235-UNPX121242
6	GONT	100	UNPX100379,UNPX100500,UNPX100512,UNPX100518, UNPX100527,UNPX100552
91	TOTAL		

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

7636-8

CERTIFICATE

The undersigned, Claudette Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 1st day of July, 1987, from the First National Bank of Chicago to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 12th day of February, 1988.

Claudette M Fortman
Notary Public